

**30<sup>th</sup> May, 2019**

To,  
Deptt. of Corporate Services- Listing  
Bombay Stock Exchange Limited  
1<sup>st</sup> Floor, Rotunda Building,  
Dalal Street,  
Mumbai – 400001

**SUB: Annual Secretarial Compliance Report for the year ended 31<sup>st</sup> March,2019.**

Dear Sir/Madam,

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, kindly find enclosed herewith Annual Secretarial Compliance Report for the year ended 31<sup>st</sup> March,2019 issued by M/s Yogesh D. Dhabolkar & Co. – Practicing Company Secretary.

**For Trejhara Solutions Limited**

*N. Kharche*  
**Nilesh Kharche**  
Company Secretary



YOGESH D. DABHOLKAR  
B.Com, LL.B, F.C.S

Cell : 9892570815  
Phone: 0251-2882700

YOGESH D. DABHOLKAR & Co.  
COMPANY SECRETARY

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**Address:** 104, Amber Castle, Behind DNC School, Near Gopal Baug, Dombivli (East), Thane-421201, Email: [fcsyogesh@gmail.com](mailto:fcsyogesh@gmail.com)

## **Secretarial Compliance Report of Trejhara Solutions Limited**

**For the Financial Year Ended 31<sup>st</sup> March, 2019**

I have examined:

- (a) all the documents and records made available to us and explanation provided by **TREJHARA SOLUTIONS LIMITED** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31<sup>st</sup> March, 2019 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");



The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR");
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**Not Applicable to listed entity during review period**);
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018(**Not Applicable to listed entity during review period**);
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014(**Not Applicable to listed entity during review period**);
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008(**Not Applicable to listed entity during review period**);
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013(**Not Applicable to listed entity during review period**);
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("PIT Regulation");

and circulars/ guidelines issued thereunder; and based on the above examination, I hereby report that, during the Review Period:



(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

| Sr. No. | Compliance Requirement (Regulations/ circulars / guidelines including specific clause)   | Deviations   | Observations/ Remarks of the Practicing Company Secretary   |
|---------|--|--|---|
| 1)      | <b>Regulation 30(5) of LODR</b><br><br>The board of directors of the listed entity shall authorize one or more Key Managerial Personnel for the purpose of determining materiality of an event or information and for the purpose of making disclosures to stock exchange(s) under this regulation and the contact details of such personnel shall be also disclosed to the stock exchange(s) and as well as on the listed entity's website. | The listed entity has not disclosed Contact details of Key Managerial Personnel for the purpose of determining materiality to BSE and NSE. | The Company has disclosed the contact details to of Key Managerial Personnel for the purpose of determining materiality to BSE and NSE on 29 <sup>th</sup> May, 2019. |



| Sr. No. | Compliance Requirement (Regulations/ circulars / guidelines including specific clause)  | Deviations  | Observations/ Remarks of the Practicing Company Secretary                                     |
|---------|---|---|---|
| 2)      | <p><b>Regulation 33(1)(d) of LODR</b></p> <p>The listed entity shall ensure that the limited review or audit reports submitted to the stock exchange(s) on a quarterly or annual basis are to be given only by an auditor who has subjected himself to the peer review process of Institute of Chartered Accountants of India and holds a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.</p> | <p>Limited review and audit reports submitted to the stock exchange(s) by listed entity on a quarterly and annual basis are given by an auditor who has subjected himself to the peer review process of Institute of Chartered Accountants of India</p> | <p>As informed by the Listed entity the auditors are undergoing into peer review process.</p> |



| Sr. No. | Compliance Requirement (Regulations/ circulars / guidelines including specific clause)   | Deviations   | Observations/ Remarks of the Practicing Company Secretary  |
|---------|--|--|--|
| 3)      | <b>Regulation 8(2) of PIT Regulation</b><br><br>Every such code of practices and procedures for fair disclosure of unpublished price sensitive information and every amendment thereto shall be promptly intimated to the stock exchanges where the securities are listed. | The Company has not intimated the Original Code of practices and procedures for fair disclosure of unpublished price sensitive information to the Stock Exchange | The Company is required to intimate the Original Code of practices and procedures for fair disclosure of unpublished price sensitive information (Code) to the BSE and NSE. The Listed entity has approved the said Code at their Meeting held on 6 <sup>th</sup> August 2018 at that time the entity was not listed. The Listed entity has further amended the said Code on 25 <sup>th</sup> March and intimated the same to the Exchanges promptly thereafter. |

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.
- (c) There were no actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder.



- (d) The listed entity has taken the following actions to comply with the observations made in previous reports: **Not Applicable since this report is being issued for the first time and accordingly no action is required to be taken by the Company.**



Place: Dombivli  
Date: 30/05/2019

For **Yogesh D. Dabholkar & Co.,**  
Practicing Company Secretary

Y. Dabholkar

**Yogesh D. Dabholkar**  
Proprietor  
FCS No. 6336  
CP No. 6752